

MARVEL
COMICS

© 1992 MARVEL ENT. GROUP, INC.

\$1.25 US

\$1.50 CAN

360

MAR

02457

APPROVED
BY THE
COMICS
CODE
AUTHORITY



WHAT?! **CARDIAC** - SIDE-BY-SIDE WITH...

the AMAZING SPIDER-MAN



PAY NO ATTENTION
TO THE AD
BELOW!



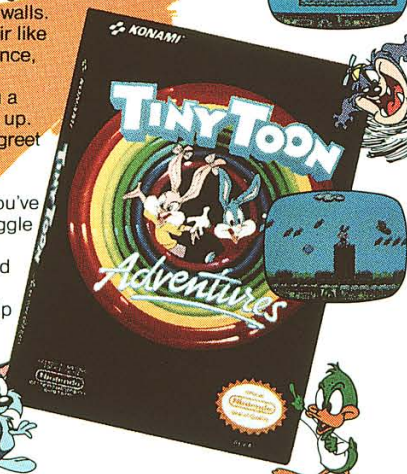
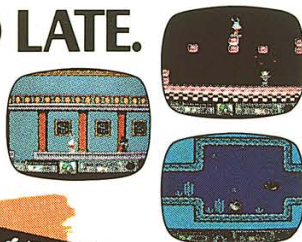
BUSTER NEEDS YOUR HELP TO SAVE BABS FROM MONTANA MAX BEFORE IT'S TOO LATE.

Acme Acres is in trouble to the max. That bratty billionaire has captured Babs Bunny. So Buster's got to get hopping on a wild rescue romp!

Luckily he's got the help of his kooky pals Dizzy Devil, Furrball and Plucky Duck. And how! Dizzy Devil spins himself silly to break through rock solid walls. Furrball climbs straight up walls. And Plucky swims and glides through the air like a... duck. Along with Buster's powerful bounce, Monty will be toast!

Maybe. Six hairy scary levels show you a gazillion ways that Monty will try to trip you up. He's hired a gang of goofballs gone bad to greet you, like the ever clever Roderick Rat, iron-pumping Arnold the Pitbull and hug-happy Elmyra. If that weren't enough, you've got to beat the clock as you struggle through haunted forests, creepy pirate ships, secret chambers and finally Monty's Mansion.

The Toonsters need your help now. So "Toon" up your NES™ and let Montana Max know who's boss!



KONAMI

TINY TOON ADVENTURES, characters, names and related indicia are trademarks of Warner Bros. Inc. © 1991. Nintendo Entertainment System™ and NES™ are trademarks of Nintendo of America Inc. Konami is a registered trademark of Konami Co. Ltd. © 1992 Konami Inc. All Rights Reserved.



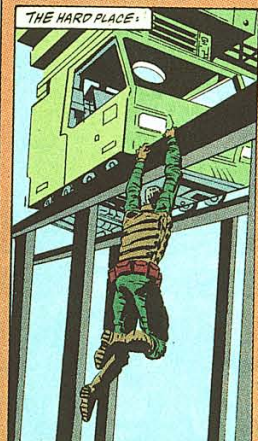
TM & © 2004 MARVEL

BITTEN BY A RADIOACTIVE SPIDER, STUDENT PETER PARKER GAINED THE PROPORTIONATE STRENGTH AND AGILITY OF AN ARACHNID! ARMED WITH HIS WONDROUS WEB-SHOOTERS, THE RELUCTANT SUPER HERO STRUGGLES WITH SINISTER SUPER-VILLAINS, MAKING ENDS MEET, AND MAINTAINING SOME SEMBLANCE OF A NORMAL LIFE!

Stan Lee
PRESENTS: **THE AMAZING SPIDER-MAN**®



A VIGILANTE CALLED CARDIAC, ABOUT TO HAVE CIRCUIT RODS THRUST INTO HIS BRAIN!



A CHIEF SECURITY OFFICER RESPONSIBLE FOR CARDIAC BEING IN THAT POSITION, ABOUT TO BE SENT PLUNGING 40 FEET BY A RUNAWAY CRANE!



THE AMAZING SPIDER-MAN® Vol. 1, No. 360, March, 1992. (ISSN# 0274-5232) Published by MARVEL COMICS, Jerry Stewart, President, Stan Lee, Publisher, Michael Hobson, Group Vice President, Publishing OFFICE OF PUBLICATION: 387 PARK AVENUE SOUTH, NEW YORK, N.Y. 10016. SECOND CLASS POSTAGE PAID AT NEW YORK, NY AND AT ADDITIONAL MAILING OFFICES. Published monthly. Copyright © 1992 Marvel Entertainment Group, Inc. All rights reserved. Price \$1.25 per copy in the U.S. and \$1.50 in Canada. Subscription rate for 12 issues: \$15.00 U.S. Canadian subscribers must add \$8.00 for postage and GST #R127032852. Foreign: \$27.00. No similarity between any of the names, characters, persons, or institutions in the magazine with those of any living or dead person or institution is intended, and any such similarity which may exist is purely coincidental. This periodical may not be sold except by authorized dealers and is sold subject to the condition that it shall not be sold or distributed with any part of its cover or markings removed, nor in a mutilated condition. THE AMAZING SPIDER-MAN (including all prominent characters featured in the issue and the distinctive likenesses thereof) is a trademark of MARVEL ENTERTAINMENT GROUP, INC. POSTMASTER: SEND ADDRESS CHANGES TO: THE AMAZING SPIDER-MAN, c/o MARVEL COMICS, 9TH FLOOR, 387 PARK AVENUE SOUTH, NEW YORK, N.Y. 10016. Printed in the U.S.A.

TM & © 2004 MARVEL





4

GET ALL THE ACTION!

SCORE '92

MAJOR LEAGUE BASEBALL®

Bases loaded. Here's the pitch... CRACK! It's going, going, gone! A grand slam by Darryl Strawberry! He takes the sign. He winds up. Here's the pitch... WHIFF! Another strikeout by Roger Clemens!

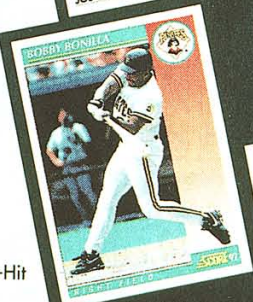
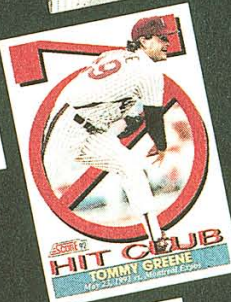
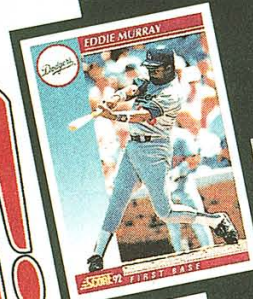
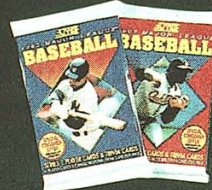
SCORE takes you to the ballpark with 893 cards in two series, 16 cards to a pack. SCORE has more than 100 rookie prospects and hot subsets like the Dream Team, the No-Hit Club and the All-Stars.

SCORE also has Joe DiMaggio! The Yankees' Hall-of-Fame outfielder has autographed 2,495 cards and you may be lucky enough to find one.*

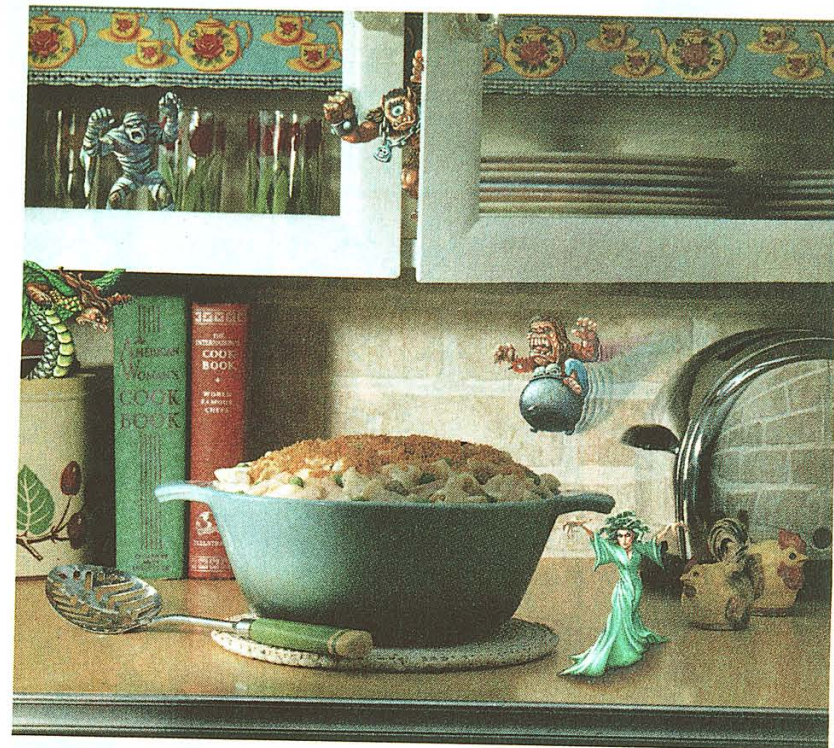
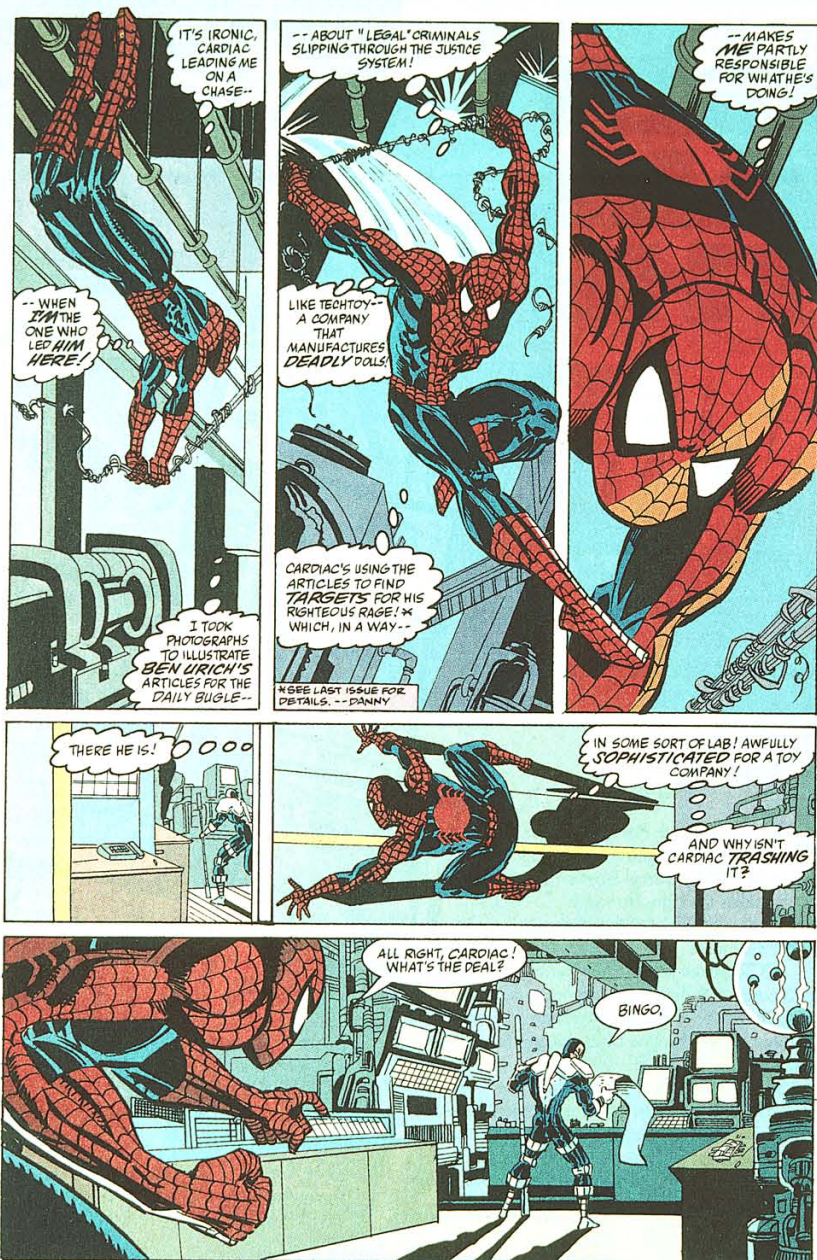
DiMaggio, Strawberry, Clemens... and hundreds of other baseball stars come alive in the palm of your hand with SCORE!

*See details on Series I packs

"Look for Joe DiMaggio Offer!"

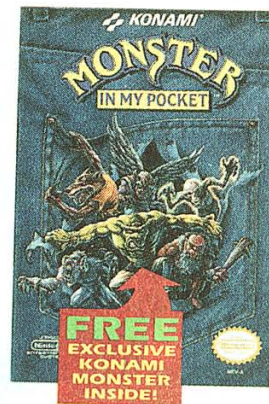
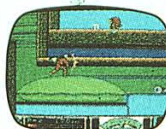


SCORE
THE INTELLIGENT CHOICE™



THERE'S SOMETHING SCARY IN THE KITCHEN. AND IT'S NOT YOUR MOM'S TUNA CASSEROLE.

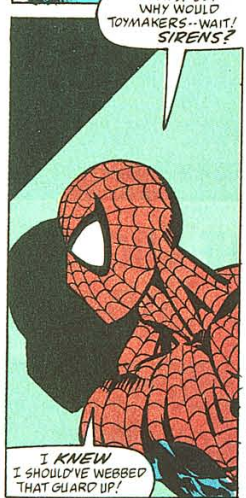
No counter top is safe, as hundreds of history's most hideous creatures from the Monster In My Pocket™ series rip through six terrifying NES™ levels. To beat these beasts, you must transform into the Monster or Vampire, or team-up to knock skulls with Goblins, Ghosts, Zombies and more on your way to a final showdown with the Warlock. Luckily you'll have special powers within your fists and fingertips to keep these little terrors from getting **KONAMI®** big heads.



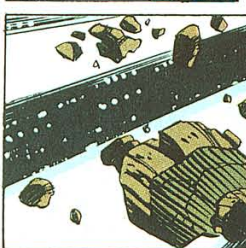
MONSTER IN MY POCKET™ logo and all character designs are owned by and used under license from Morrison Entertainment Group, Inc. All Rights Reserved. NES™ is a trademark of Nintendo of America Inc. Konami® is a registered trademark of Konami Co., Ltd. © 1992 Konami, Inc.



THESE READOUTS
SHOW RESULTS OF
TESTS--ON **HUMAN**
SUBJECTS!



WHAT?! BUT
WHY WOULD
TOYMAKERS--WAIT!
SIRENS?



I **KNEW**
I SHOULD'VE WEBBED
THAT GUARD UP!



I ALMOST WELCOME THE
INTERFERENCE, SPIDER-MAN.
THIS WAY--

THUNDER



-- I WON'T
HAVE TO **HURT**
YOU!



BLAST! CAN'T AIM THROUGH
THE DUST! SPIDER-TRACER
MISSED!



BETTER GRAB SOME
EVIDENCE, MYSELF--

-- BEFORE THOSE SIRENS
TURN INTO BLUE UNIFORMS WITH
EMBARRASSING QUESTIONS!



SHORTLY...

AH, THE
SUMPTUOUS
PARKER
ESTATE!

CLEVERLY DISGUISED AS
A MODEST SOHO LOFT!



BETTER TIP-TOE.
DON'T WANT TO
WAKE UP--



-- MARY JANE? HUH.
BEO'S STILL MADE.
WHERE--



HELPS
KEEP MY
MIND OFF--
HEY!

--WHOOP!

SORRY,
HON! JUST
ME!

I WAS
DOWN-
STAIRS
VISITING
LIZ.

SHE'S SO
UPSET ABOUT
HARRY...!

*SEE RECENT ISSUES
OF SPECTACULAR
SPIDER-MAN-- P.

YOU LOOK
DOWNRIGHT
SOMBER!
WHAT'S WRONG?



JUST THIS CARPAC THING.
DAMAGE IS BEING DONE. PEOPLE
HURT, BECAUSE OF ARTICLES.
I'M CONTRIBUTING TO! ON
THE OTHER HAND--

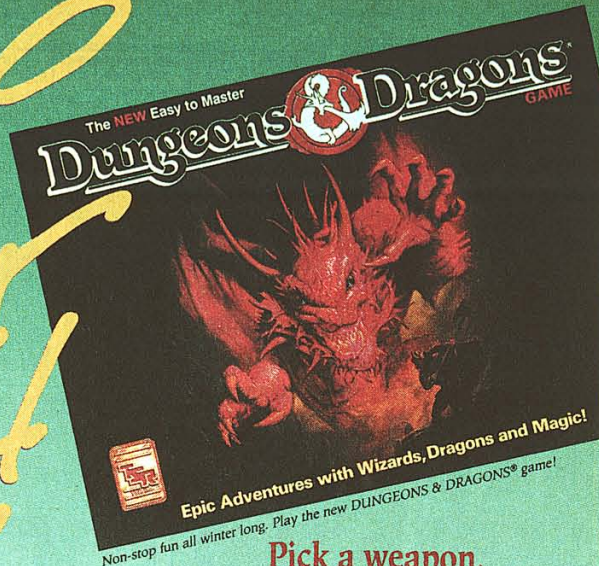
--I **DID** ACCEPT
THE ASSIGNMENT! I
HAVE A RESPONSIBILITY
TO THE BUGLE! WHAT
AM I GOING TO DO?

WHAT YOU
ALWAYS DO,
PETER.



WHAT'S
RIGHT.

Go for It!



Pick a weapon.
Pick an adventure.
And hang on....



✓ Non-stop action from start to finish!



✓ A different challenge every time you play!



✓ Your character gains strength and skill with every adventure!

✓ Fire-breathing dragons and monsters are everywhere!

✓ You need teamwork to survive!

Go for it! The adventure that's beyond your wildest imagination. The adventure that's filled with heroic warriors, wizards, ferocious dragons, and countless treasure!

Create a character. Will you be a warrior or a wizard? Take the adventure.... How will you escape the sorcerer's dungeon? Which passageway goes past the sleeping guards? What weapon will stop the venomous dragon? There's only one way to find out!

Go for it. Join the adventure with the new **DUNGEONS & DRAGONS®** game! Learning to play is fast and fun, and every adventure is different. If you overcome the traps, you'll be safe. But you never know what lurks around the corner....

Find the new **DUNGEONS & DRAGONS** game at toy, book and hobby stores everywhere! It's the most challenging game you'll ever play.



DUNGEONS & DRAGONS is a registered trademark owned by TSR, Inc. The TSR logo is a trademark owned by TSR, Inc. © 1992 TSR, Inc. All Rights Reserved.

TM & © 2004 MARVEL

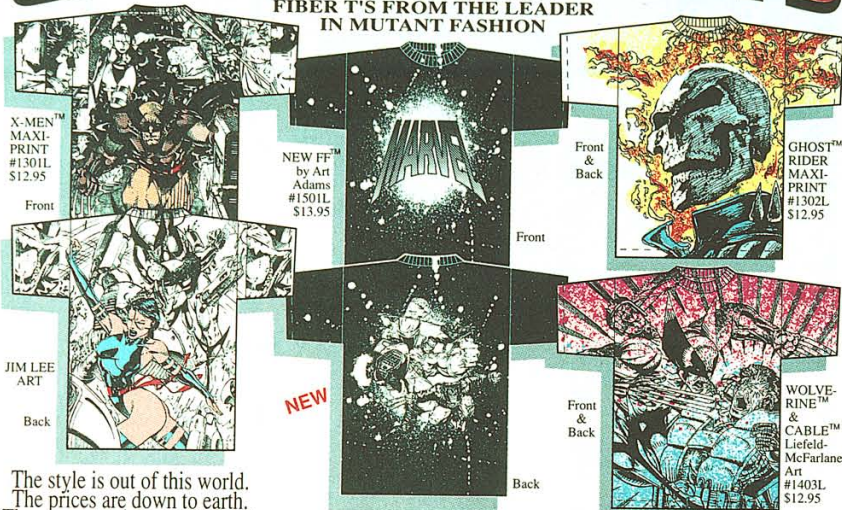


11

TM & © 2004 MARVEL

CLASSIC MARVEL T'S

100% NATURAL EARTH
FIBER T'S FROM THE LEADER
IN MUTANT FASHION



The style is out of this world. The prices are down to earth. The guarantee is unconditional. Don't settle for less! Find out what thousands of totally hip Marvel™ readers already know. Order yours today!



This is your last chance to buy our T's at these low, low prices!

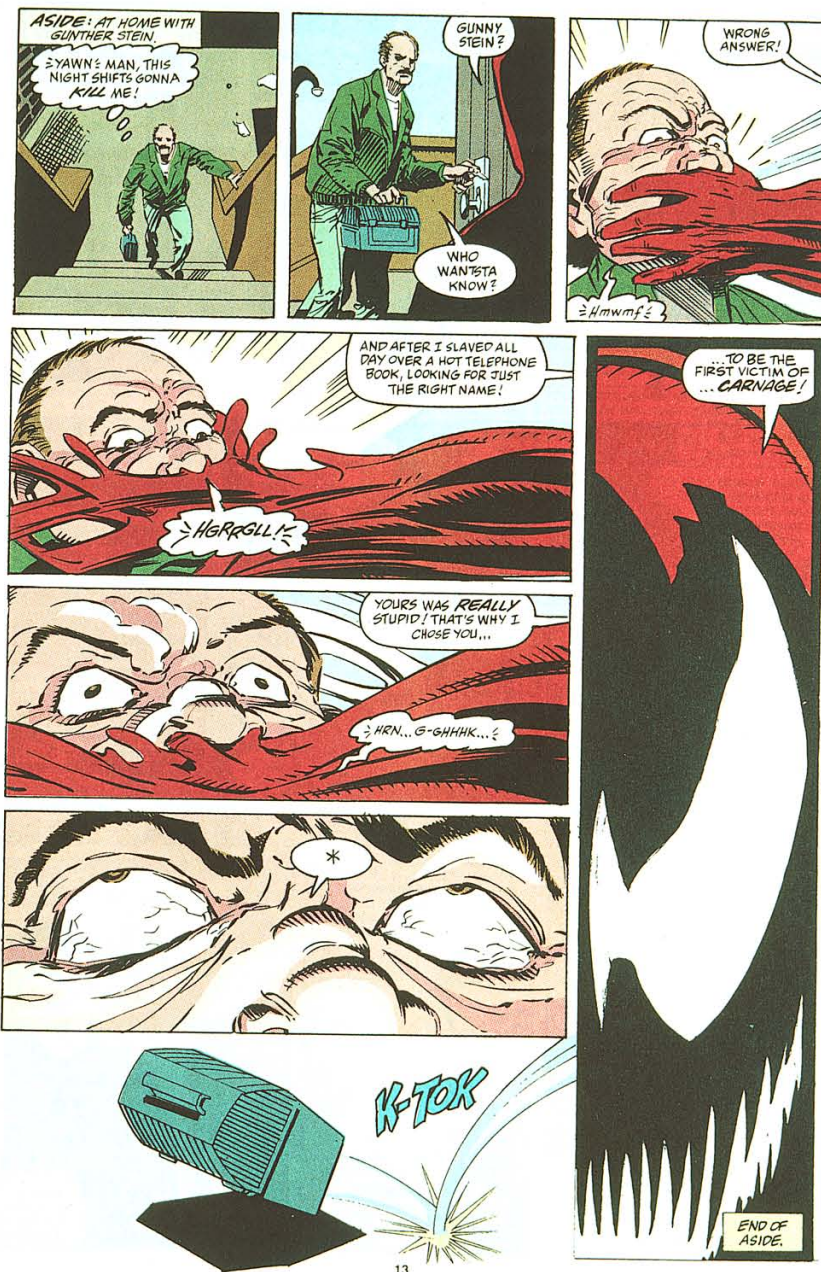
Call toll free (800) 237-HERO and order your's today. (Mastercard & visa only)

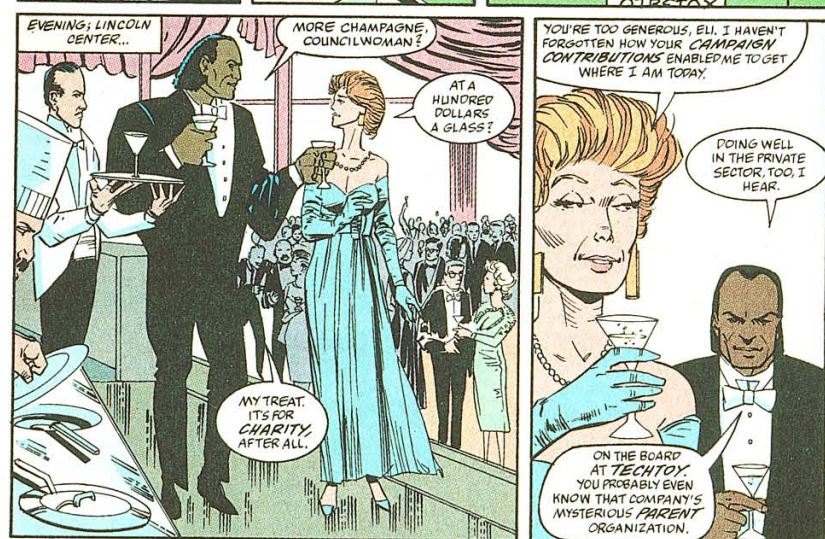
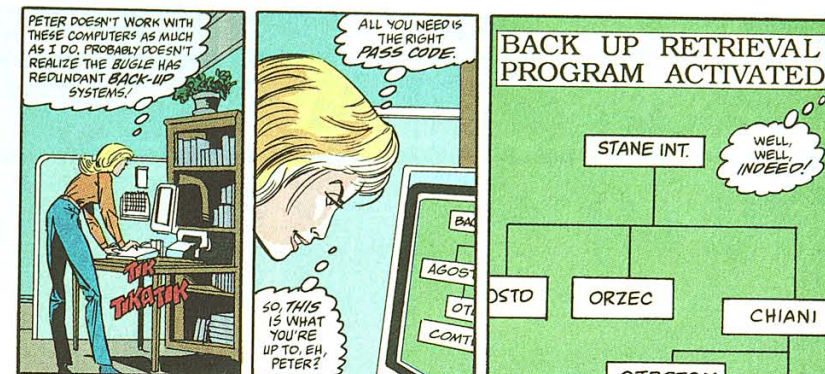
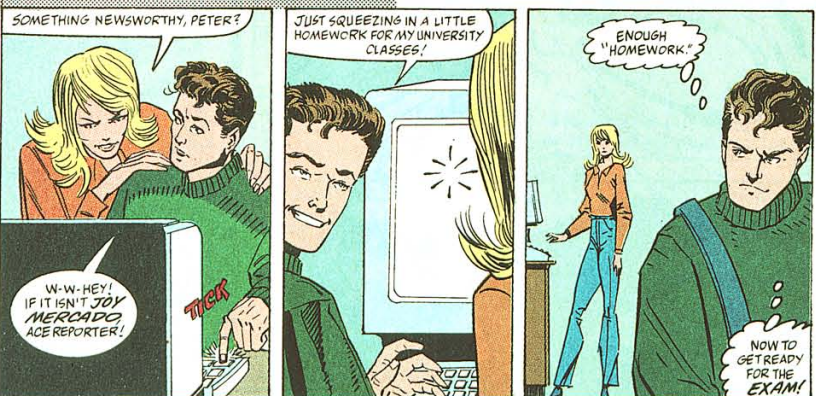
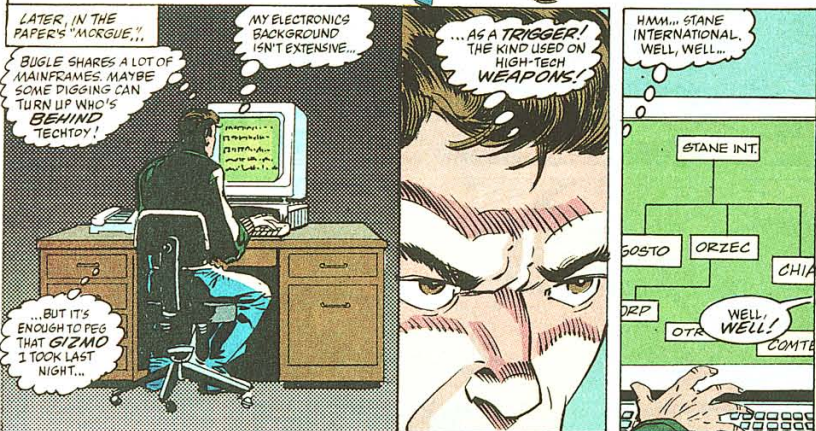
SPIDEY™ SAYS ORDER NOW!

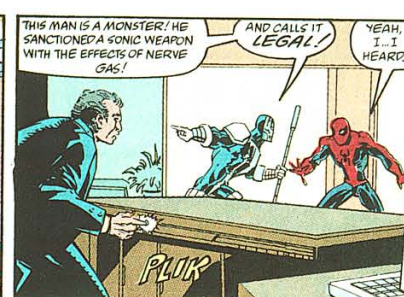
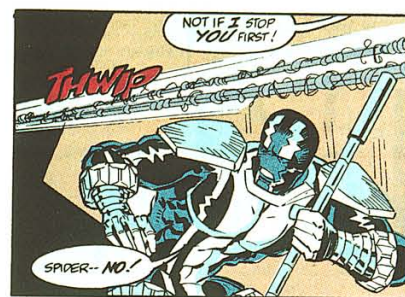
\$1.50 MASTER CARD & VISA FEE OR SEND THE FOLLOWING TODAY!

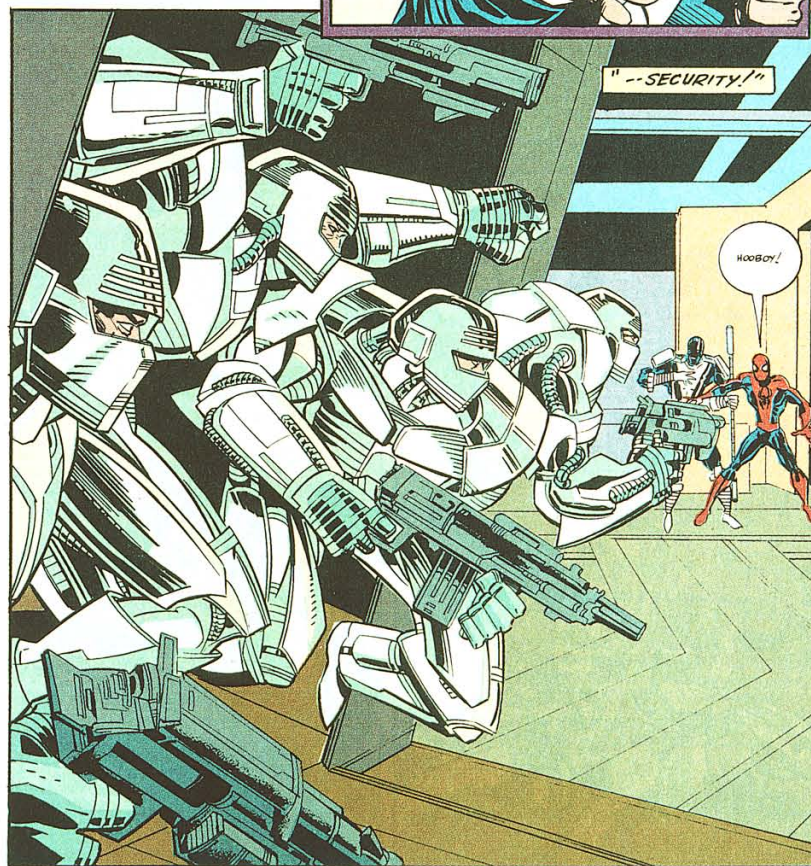
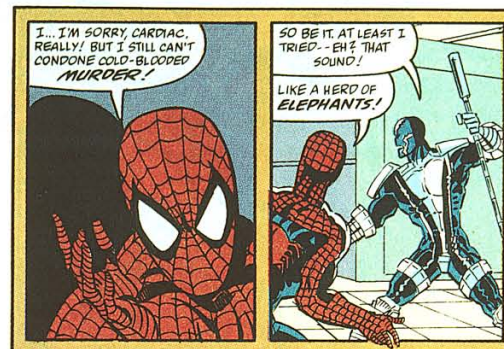
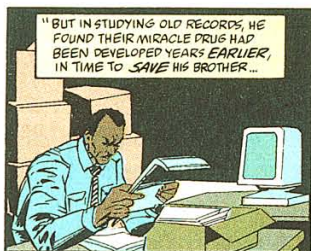
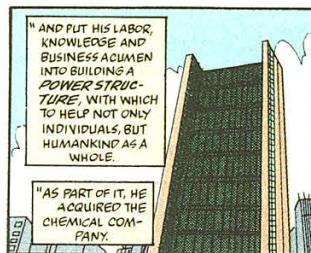
*Name, Address, Zipcode, Phone Number, *style number *Size (mens s, m, l & xl)
*Price plus \$3.00 shipping & handling, add \$5.00 for each additional shirt! Foreign postage is extra. *Check or money order only, no COD
*Ca. residents please add 7.75% sales tax
US Currency Only! Allow 5 weeks for delivery
Mail to: MRI Corporation
MCRB P.O. Box 2321
Chatsworth, CA 91311

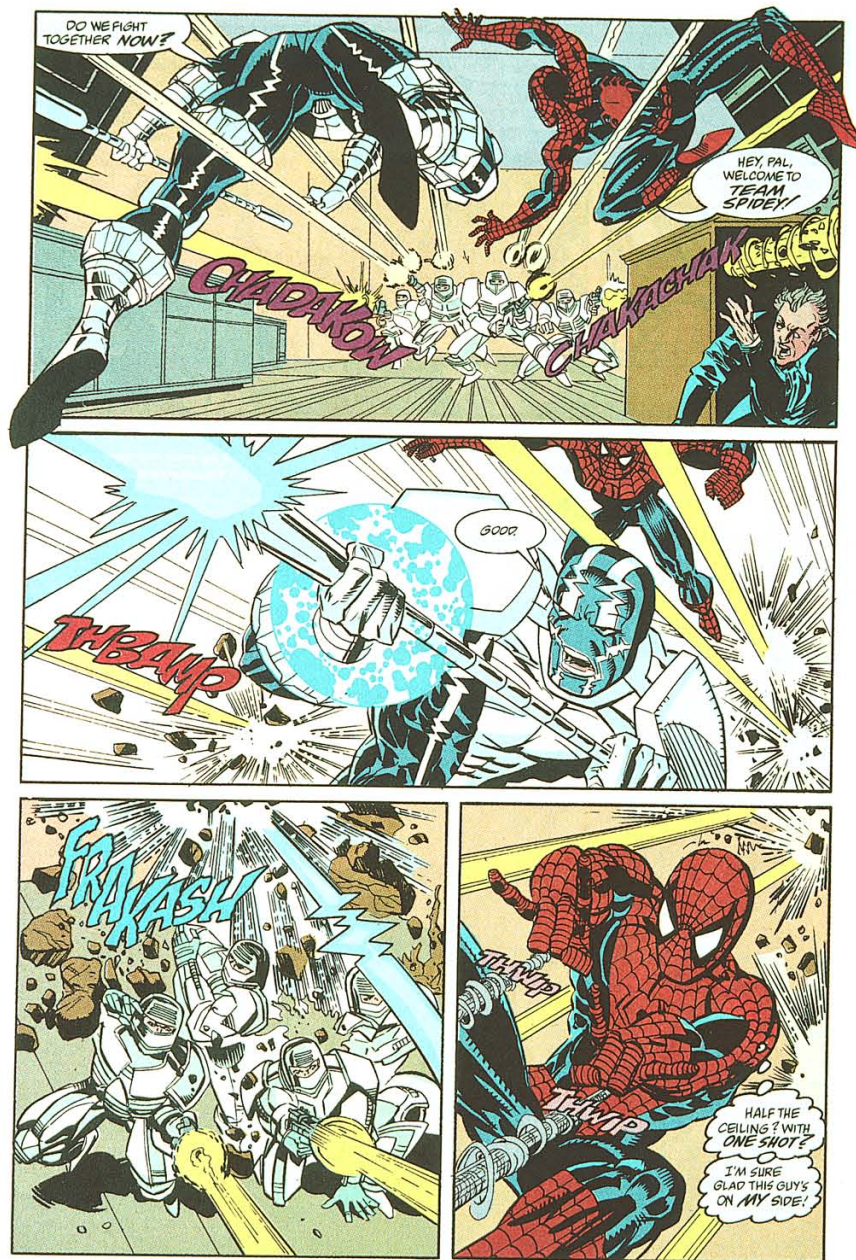
MARVEL, SPIDER-MAN, SPIDEY, X-MEN, WOLVERINE, WOLVIE, GHOST RIDER, CABLE, CAPTAIN AMERICA, PUNISHER, SILVER SURFER, HULK (and characters shown in this ad, and the distinctive likeness thereof) are trademarks of Marvel Entertainment Group, Inc. and are used with permission. Copyright © 1991 Marvel Entertainment group, Inc. All Rights Reserved. Distributed & manufactured by MRI Corporation under license granted by Marvel Entertainment Group, Inc.





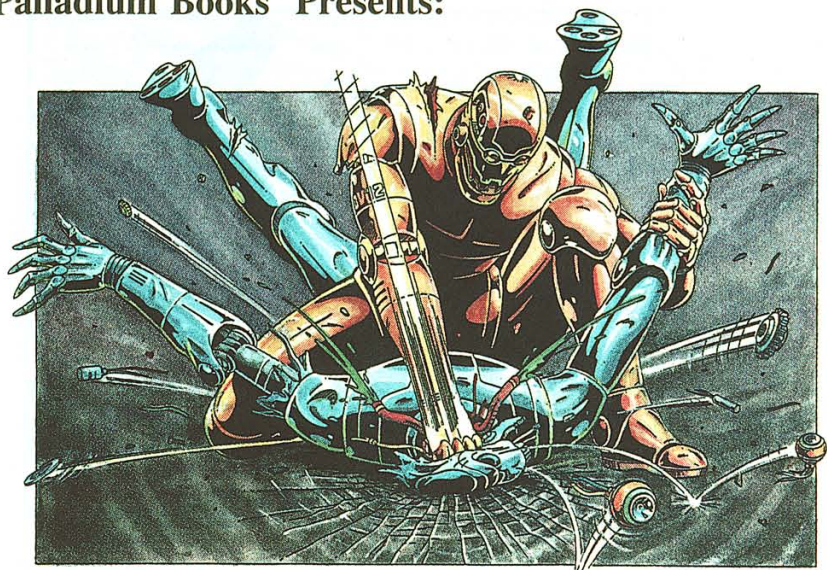






20

Palladium Books® Presents:



RIFTS®

Rifts® is a world of earth's dark future.

A nuclear exchange was the match that ignited disaster, but it was the psychic energy of billions of people that flooded the ley lines and tore open rifts in the fabric of space and time.

Its hundreds of years later. Humankind has just barely survived. But they are not alone. The rifts still throb with mystic energy changing both man and the world around him.

From the rifts emerge supernatural and alien monstrosities. Demonic fiends whose bodies are impervious to normal weapons and possess superhuman power.

But humankind has changed as well. Bionic augmentation, bizarre experiments, mutation, psionics, giant robots and battlesuits turn ordinary men and women into superhumans. And then there are the masters of magic.

Rifts® is a multi-genre role-playing game that captures the elements of magic and the supernatural along with science fiction and high technology.

Copyright © 1991 Kevin Siembieda.

Robotech™ is a trademark owned and licensed by Harmony Gold USA, Inc.

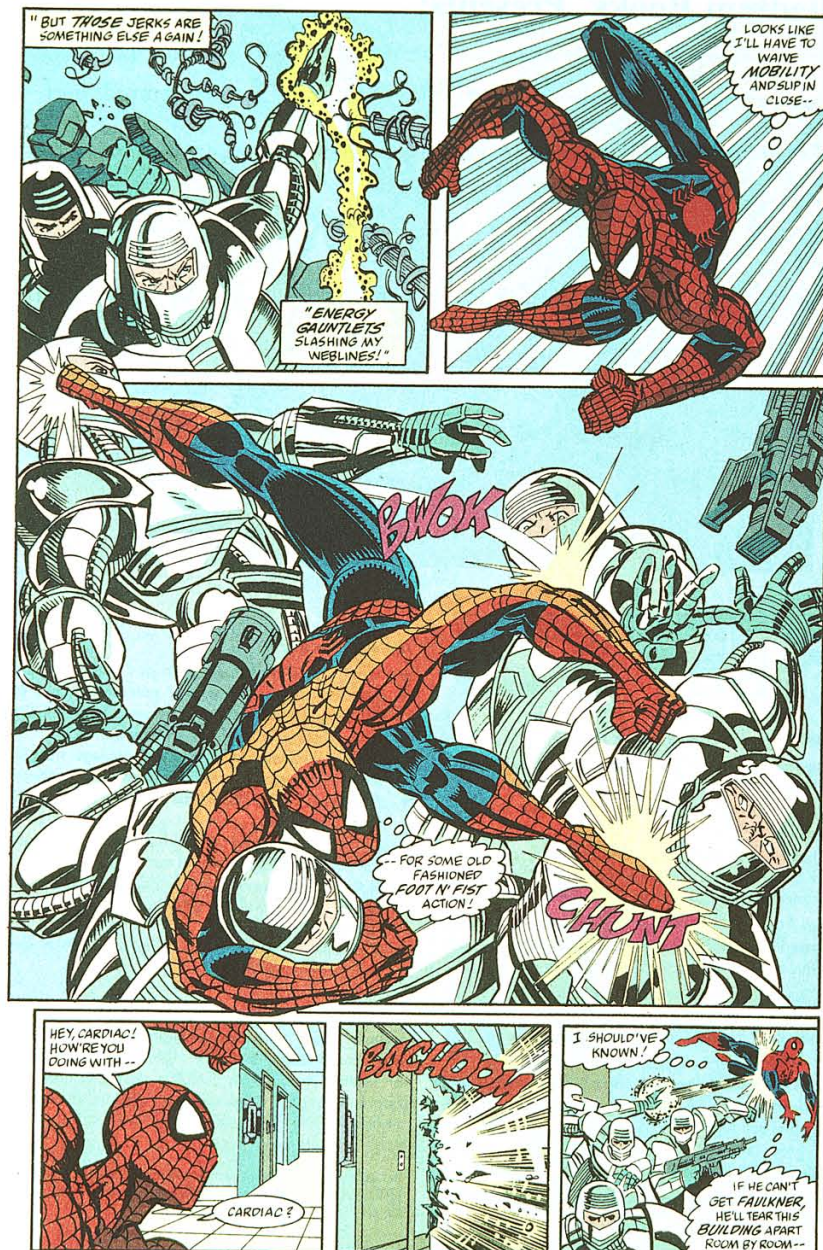
Highlights include:

- Nearly 30 different Occupational Character Classes including dragons, psychics, mutant animals, Psi-Stalkers, Cyber-Knights, Juicers, Borks, Glitter Boys, Techno-Wizards, and many others.
- Super-technology includes mega-damage weapons, bionics, cybernetics, robots and power armor.
- 16 pages of color paintings by Keith Parkinson, Kevin Long and others.
- 256 page, soft bound rule book, profusely illustrated. \$24.95; compatible with all our other games.
- Rifts® is NOT a game for beginners, but challenging for the more advanced RPG player. Recommended for ages 15 and older.
- Available at comic book stores and hobby shops everywhere.

Robotech™, Heroes Unlimited™, Beyond the Supernatural™, and many other role-playing games are available from Palladium Books®. Check out your local store or send 50 cents for our complete catalog of role-playing books and related videocassettes. Palladium Books® Inc., Dept. M, 5926 Lonyo Ave, Detroit, MI., 48210.

Palladium Books® is a registered trademark owned by Kevin Siembieda. Rifts® and other titles are trademarks owned by Kevin Siembieda.

Available at comic book stores and hobby shops everywhere!



GREAT EASTERN CONVENTIONS COMIC BOOK CONVENTION SCHEDULE

Chicago!

FEB 15 & 16, 1992
ROSEMONT O'HARE
EXPO CENTER

MARK BAGLEY! LARRY STROMAN!
AND MANY MORE!

London!

FEB 29 - MARCH 1
ALEXANDRA PALACE

JIM LEE! MOEBIUS
AND MANY MORE!

FEBRUARY 1992 SCHEDULE

1 PARAMUS!
RADISSON INN
601 FROM ROAD
EXIT 165 OFF G.S. PARKWAY

2 BOSTON!
57 PARK PLAZA HOTEL
200 STUART ST

2 SPRINGFIELD!
HOLIDAY INN
304 RTE 22 WEST
4 MILES WEST OF G.S. PKWY

2 MIAMI!
PARK PLAZA HOTEL
PALMETTO EXP &
NW 103RD ST, HIALEAH

2 MINNEAPOLIS!
MARRIOTT BLOOMINGTON,
1-44 AT CEDAR AVE

2 COLUMBUS!
BEST WESTERN
EXIT 117 OFF I-71

8 NASHVILLE!
RAMADA INN SOUTH
EXIT 78 OFF I-65

8 NEW HAVEN!
PARK PLAZA HOTEL
155 TEMPLE ST

9 NEW YORK!
RAMADA HOTEL
(FORMERLY THE PENTA HOTEL)
33rd and 7th Ave

9 HOUSTON!
SHERATON GRAND
WESTHEIMER EXIT OFF I-610
NEAR THE GALLERIA

9 CINCINNATI!
QUALITY HOTEL RIVERVIEW
5TH ST EXIT OFF I-75
COVINGTON, KENTUCKY

15, CHICAGO!
16 ROSEMONT O'HARE
EXPO CENTER

16 LOS ANGELES!
AIRPORT MARINA HOTEL
8601 LINCOLN BLVD

16 NORWALK!
HOLIDAY INN
EXIT 13 OFF I-95

16 ROCHESTER!
HOLIDAY INN
EXIT 18A OFF I-390

22 DAYTON!
HOLIDAY INN
EXIT 50-A OFF I-75

23 PITTSBURGH!
SHERATON AT STATION SQUARE

23 ALBANY!
HOLIDAY INN
205 WOLF RD

23 SAN FRANCISCO!
HOLIDAY INN
1835 VAN NESS AVE

29 WORCESTER!
HOLIDAY INN
500 LINCOLN ST

29 LONDON!
ALEXANDRA
PALACE

225 EVERITTS RD, RINGOES, NJ 08551-1610 (908) 788-6845 FAX (908) 806-8409

*Cartoon Illustration *Cinematic Animation

A 3 year full time school designed by
professionals for aspiring professionals

THE JOE KUBERT
SCHOOL
OF CARTOON AND
GRAPHIC ART, INC.

37 MYRTLE AVENUE
DOVER, NJ 07801
(201) 361-1327

JKS ALUMNI

- Steve Bissette—Swamp Thing, Taboo
- Rick Veitch—The One, Teenage Mutant Ninja Turtles
- Ron Randall—The Predator, The Warlord
- Andy Kubert—Batman vs. the Predator
- Adam Kubert—The Clash, Jonny Quest
- Tim Truman—Hawkworld, Scout, Air-Boy
- Dave Schwartz—Walt Disney Studios
- Dave Conception—Don Bluth Studios
- Tom Mandrake—Batman, The Spectre
- Ron Wagner—G.I. Joe, Ghost Rider
- Tom Yeates—Torzan, Time-Spirits
- Jon Duursema—Advanced Dungeons & Dragons
- Bart Sears—Justice League Europe
- Lee Weeks—Daredevil, Remo Williams

Please send your free brochure, I am
interested in:

☐ Cartoon Illustration
☐ Cinematic Animation

Name _____ Age _____

Address _____

City _____ State _____ Zip _____

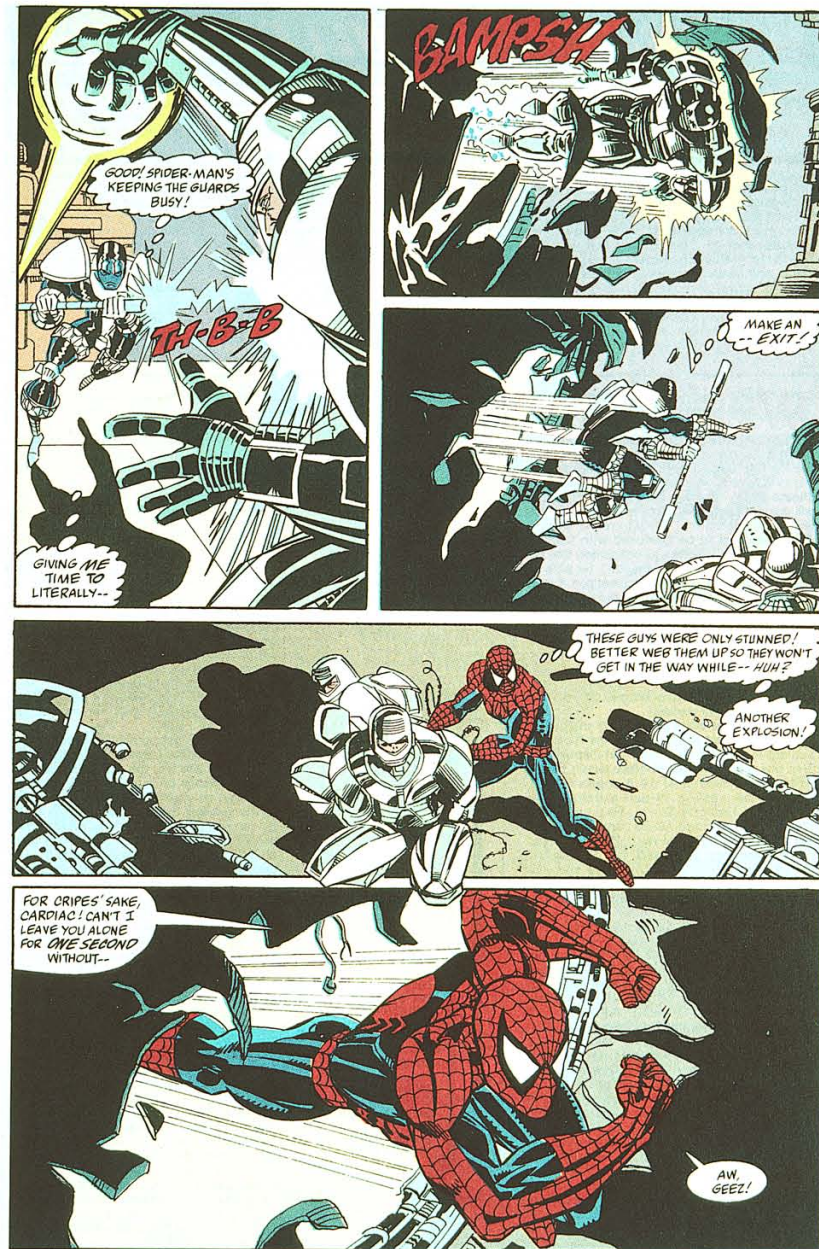
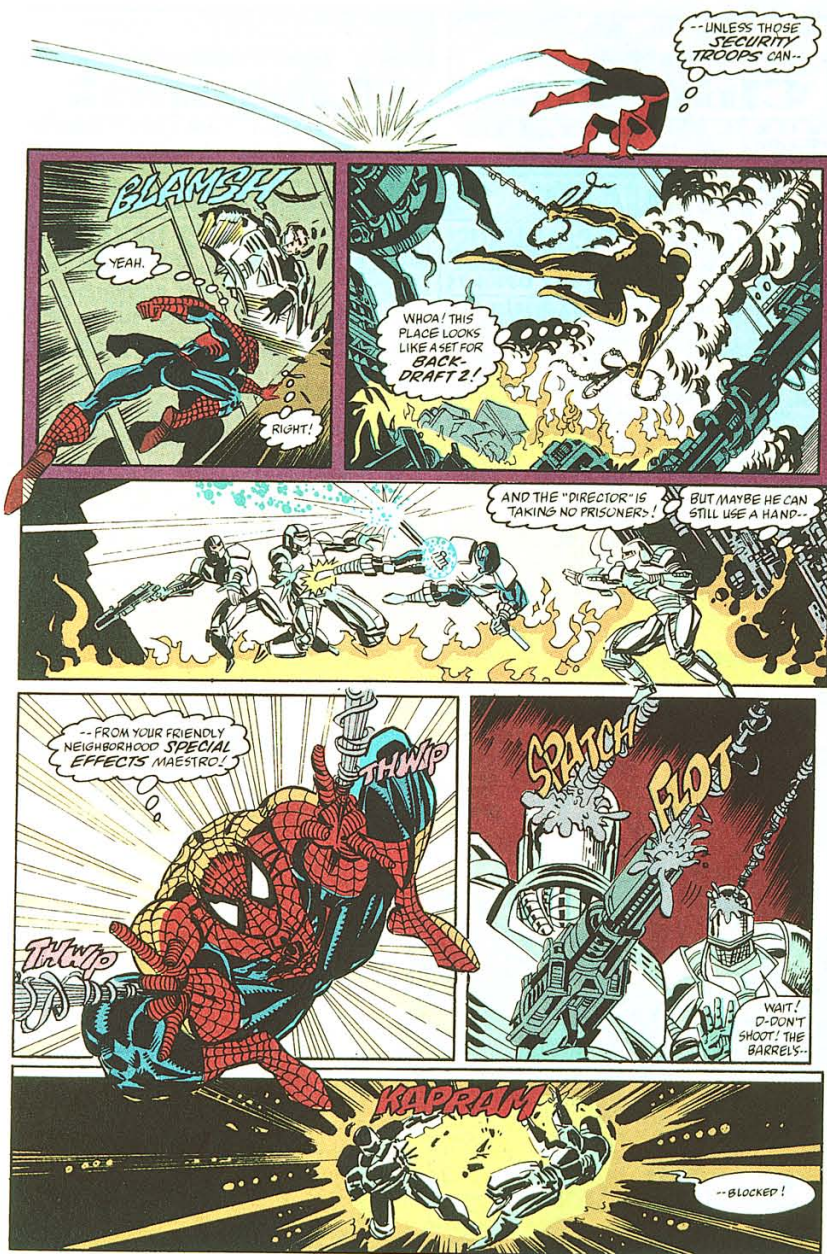
The Joe Kubert School of Cartoon and Graphic Art, Inc.
37 MYRTLE AVE., DOVER, NJ 07801 • (201) 361-1327 • FAX (201) 361-1844

APPROVED BY THE STATE
OF N.J. DEPARTMENT
OF EDUCATION

APPROVED FOR
VETERANS

APPROVED FOR NON-
RESIDENT ALIEN
STUDENTS

FINANCIAL AID
AVAILABLE



STAN'S SOAPBOX

Hi, Heroes,

Here's indisputable proof that we really read the letters you send, and that your suggestions are important to us! During the past year, I've gotten tons of mail about the Spider-Man strip which appears in more than 500 papers daily and a Sunday. You know what most of the writers kept demanding? They insisted that we use other Marvel characters as guest stars! And here's the proof I promised: If you pick up any of those 500 plus newspapers right now, you'll witness the suspenseful climax of Spidey's challenge to Dr. Doom! That's right, believe it, I said Dr. Doom! But the menacing monarch of

Latveria is only the first of a whole line of Marvel guest stars coming up in Spidey's newspaper strip, in response to your requests! In just another few weeks, our amazing arachnid's next major battle will bring him face to face with none other than everyone's favorite master of the mystic arts, the weird but wonderful Dr. Strange! And that's just for starters! So never let it be said that you, the mighty Marvel reader, don't snap your fingers and make us hop! Hey, by the way, if there are any special guest stars you'd like to see in any upcoming strips, just send your suggestion directly to the editor of your local newspaper. He'll tabulate your votes and send us the results — and it'll give me more time to write the stories instead of

opening a zillion envelopes! And if, through some grievous oversight or monumental error, your local newspaper isn't carrying Spidey's daily and Sunday episodes, just write the editor a letter telling how you feel about being deprived of some of Spidey's most offbeat adventures, especially since ol' webhead's finally going gung-ho with a pandemonious plethora of the world's greatest stars! But that's enough homework for you for now. So, till next ish, have the happiest of New Years and, wherever you go, whatever you do — think Marvel!

Excelsior!


Stan Lee

What? January already? We haven't finished breaking all our resolutions from last year yet! It seems you just can't go 365 days without another year passing by.

One thing you won't want to pass by is GROO THE WANDERER, the hilarious barbarian comic that reminds us just how funny cheese dip is. Starting with issue #87, GROO will only be available in comics specialty shops and by subscription. GROO-creator Sergio Aragones (not to be confused with fashion designer Sergio Valenti) was concerned that his loyal newsstand readers wouldn't be able to find GROO, so he asked us to mention it here on the page. That's why Sergio did that GROO illustration for the BP page last month, although we forgot to tell you why till this month! Guess we committed a GROO-ism! That's a little inside joke for readers of GROO. And if you're not a reader of GROO, you should be! It features some of the funniest barbarian hi-jinx since the time Conan crashed one of those rich high-society dinner parties!

The Avengers won't be throwing any parties for a while — not since we held the Avengers summit in upstate New York last September. This was a one-day out-of-office retreat by the writers and editors of all the Avengers titles to plot out the massive 19-part extravaganza, *Operation: Galactic Storm*, beginning this month. (It would have run 20 parts, but we cut out one of the fight scenes.) This is an epic outer space saga featuring a war between the Kree and the Shi'ar, which will cross over into both Avengers books, plus THOR, CAPTAIN AMERICA, QUASAR, WONDER MAN, IRON MAN, and BARBIE FASHION. (Just kidding about that last one — we wanted to see if you were paying attention.)

Among those present at the retreat: editors Tom DeFalco, Mark Gruenwald, Ralph Macchio, Bob Harras, Nel Yomtov, Kelly Corvese, and Fabian Nicieza, WONDER MAN writer Gerard Jones, AVENGERS WEST COAST chronicler Roy Thomas, and brand-new IRON MAN scribe Len Kaminski. (None of the above-named Marveloids is to be confused with funnyman Nipsey Russell.) Together, these men have concocted a storyline so vast in scope, so complex in theme, so convex in comparison to a flat plane, that it makes GONE WITH THE WIND look like an epic.

Another truly monumental event occurred here at mighty Marvel recently, as legendary inker Joe Sinnott (not to be confused with Frank Sinatra) celebrated his 65th birthday. About thirty of Joe's closest friends and biggest fans got together for a big combination semi-retirement/semi-birthday bash. Photos of the event appear in this month's MARVEL AGE

JANUARY
COOLOMETER

- NON-SEXUAL HARASSMENT
- REDD FOX
- ANN-MARGRET
- PRE-MODERN ART
- MARVEL YEAR IN REVIEW
- PLANET HOLLYWOOD
- SIMON BISLEY
- SNOW DAYS
- SUMO WRESTLERS
- BULLWINKLE
- ADVERBS
- POLITICAL INCORRECTNESS
- HOWARD STERN
- TEX-MEX FOOD
- THE THEORY OF EVERYTHING
- DR. STRANGE'S SIDICK RIMTIAH
- VIRTUAL ILLUSION
- SQUIRREL GIRL
- PREGNANT WOMEN ON MAGAZINE COVERS
- PARODIES OF SAME
- SCARLETT: THE SEQUEL TO GONE WITH THE WIND

MAGAZINE, along with an in-depth interview with Joe "Boy, have I got a lot of stories to tell" Sinnott himself. We'd like to wish Joe all the best. He's truly one of the greats. In fact, even though he's semi-retired we think it would be a sin-not to give him more work. (Okay, so we're allowed one bad joke per page.)

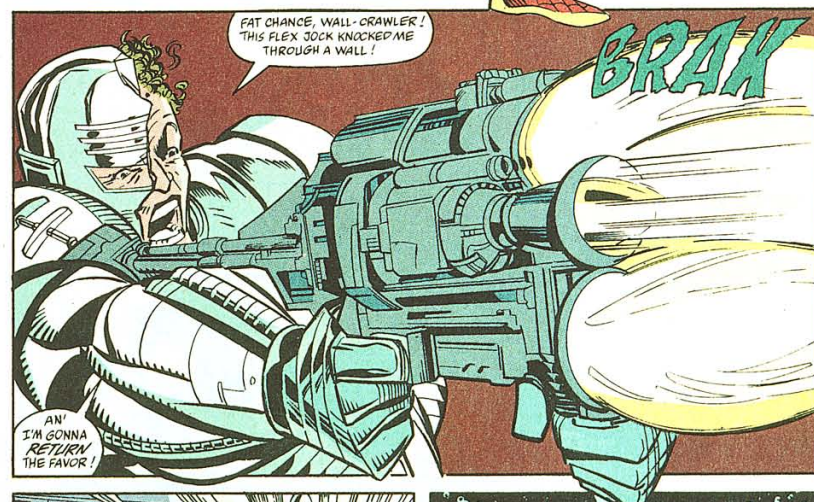
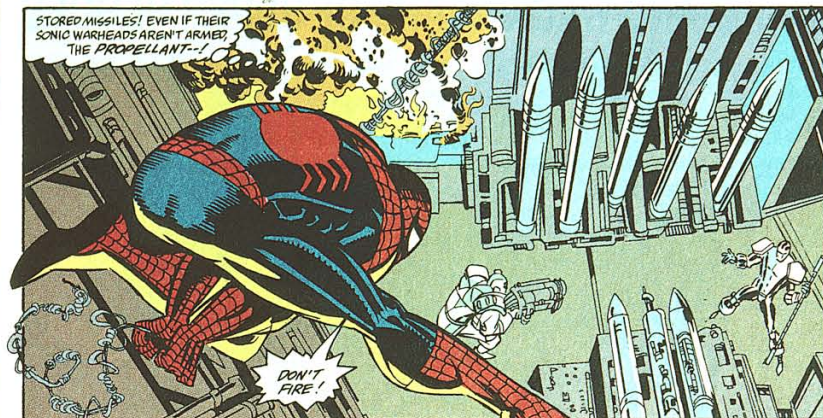
We interrupt this Bullpen Page for a special request from our Submissions Department. If you have work you would like to submit to Marvel, PLEASE DO NOT CALL US. Any aspiring writers and artists are requested to MAIL in their work to us with a self-addressed, stamped envelope. We will then look over your work and give you a response. The phones have been just ringing off the floors lately, and we've been so busy taking calls, we haven't had time to look over your work! If you're really good, SHOW us, don't TELL us how good you are.

We now return you to your regularly scheduled Bullpen Page, already in progress. ... and so DeFalco said, "Yeah, I'll believe that — when NIGHT NURSE gets her own book again!"

One guy who's got something better than his own book is Mike Lackey (not to be confused with Bob Mackie, the guy who used to design the dresses on the old Carol Burnett show). Mike, as you'll recall, was famous for having the smallest desk here at Marvel. Well, people can no longer scoff at Mike and say his is smaller than everyone else's, as he now has an actual, honest to gosh, sturdy enough to put his feet up on desk! Mike now shares an office with Kelly Corvese (not to be confused with Telly Savalas), while still serving as MARVEL AGE assistant editor to Renee Witterstaetter (not to be confused with our kindergarten teacher, Mrs. Widdersstrom).

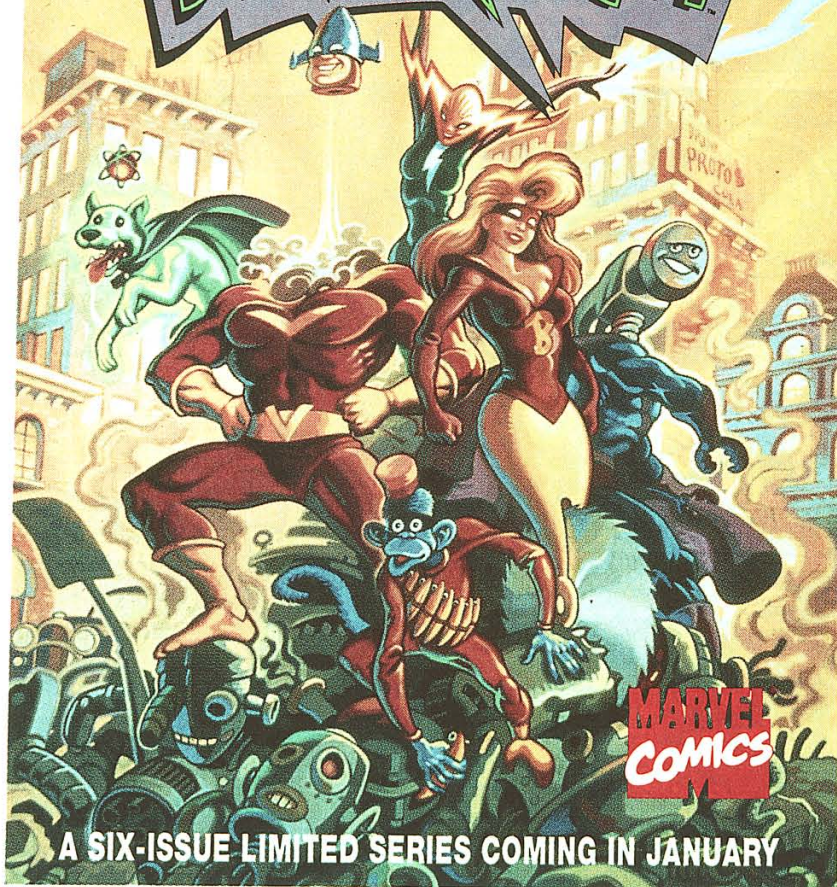
We're running short on space, so in passing, we'll note that the lovely and talented executive editor Bob Budiansky (not to be confused with Buddy Hackett) recently got married to the lovelier and more talented Angela Goodman, and that HULK-writer Peter David (not to be confused with the brilliant novelist David Peters) and his wife, non-HULK-writer Myra David, recently gave birth to a little mermaid named Ariel. Congratulations, all!

In closing, we would like to leave you with our foremost New Year's resolution. We resolve that this year, mighty Marvel will not resort to any cheap gimmicks to sell our books. We will not do any multiple covers, glow-in-the-dark covers, 3-D covers, hologram covers, embossed covers, peanut butter and jelly covers, or any tacky promotional tricks to sell our ... What's that? You folks like all those special format covers? Then forget the resolution — no sooner made than broken!



A WILD AND WACKY BAND OF SUPER HEROES
ON THEIR WAY TO SAVE THE DAY!

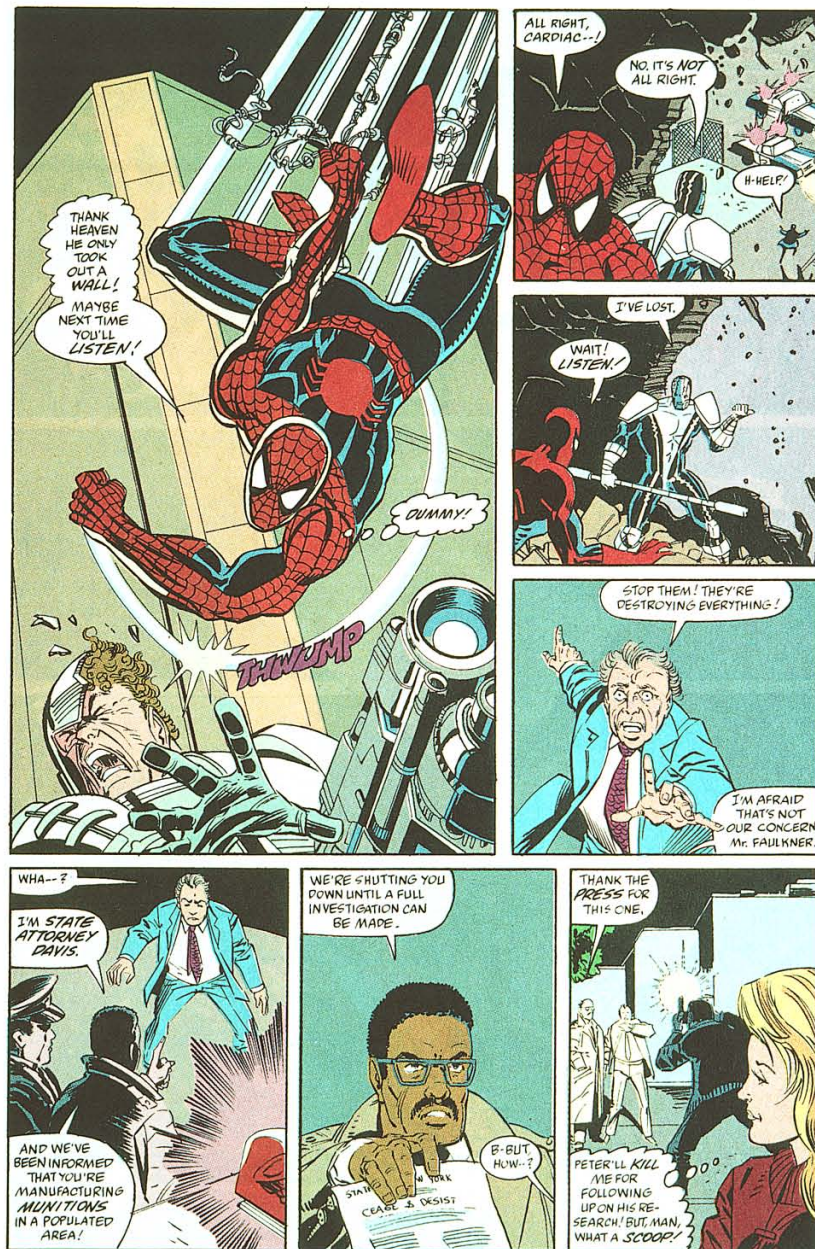
DEFENDERS OF DYNATRON CITY



A SIX-ISSUE LIMITED SERIES COMING IN JANUARY

TM & © 1991 Lucas Arts Entertainment Company. Super-Heroes is a trademark co-owned by Marvel Comics.
TM & © 1991 Marvel Entertainment Group, Inc. All rights reserved.

TM & © 2004 MARVEL



TM & © 2004 MARVEL



THE SPIDER'S WEB

% MARVEL COMICS GROUP
387 Park Avenue South
New York, New York 10016

DANNY FINGEROTH
EDITOR
ERIC FEIN
ASSISTANT EDITOR

Attention correspondents: All letters considered for publication must include your name and address, though we will withhold that information upon request.

Dear Spider-Dudes,
AMAZING SPIDER-MAN #349 is a great setup for the next issue. I loved how the Fox's expression changed from happy to shock on page 3. Erik is a wonderful artist and I'll be sad to see him leave. But the woman's body on page 3 doesn't seem right compared with her head.

I got the AMAZING SPIDER-MAN graphic novel, "PARALLEL LIVES" and I have one question about it. During Peter and MJ's wedding, Doctor Octopus is watching in his new costume, but in AMAZING SPIDER-MAN #296 and #297, which occur after the wedding, Doctor Octopus appears in his old costume. Please explain the change of suits. Did the fight between Spider-Man and Doctor Octopus in "PARALLEL LIVES" occur before issue #296 or after it?

Jeremy Ricks
211 Church Street
P.O. Box 27
Newdale, ID 83436

Just because Doctor Octopus appeared in a new costume "PARALLEL LIVES" doesn't mean he'll always wear it, Jeremy. As for your questions about continuity, consult the SPIDER-MAN SAGA which is on sale now at comic book specialty shops everywhere. It lists Spidey's most important adventures in chronological order!

Dear Erik,
I've been watching your art for several issues. It wasn't so hot when you first started, but you've been getting a lot better. Now your work is excellent! Issue #349 was your best work ever! There was a tremendous amount of detail. I loved Dr. Doom. But you should work on the lips. I wish you would stay on this book a little longer. What are you drawing next?

Chad Sager
710 Blue Ridge Dr.
Spring, TX 77381

Were you referring to Dr. Doom's lips, Chad? If you really enjoy Erik's work, keep an eye out for SPIDER-MAN #18-23 which features "The Revenge of the Sinister Six," written, penciled, and inked by Mr. Larsen and featuring Ghost Rider and the Hulk among other great guest stars. But not everyone shares your sentiment...

Dear Web-Heads,
I have just finished reading AMAZING SPIDER-MAN #349 which announced that next issue would be Erik Larsen's last. All I can say is, "YA-HOO!" I can only hope that Mark Bagley is an improvement. This we will see in the upcoming issues.

Ever since McFarlane left, I have lost considerable interest in reading AMAZING because of the art. I know that Todd is a hard act to follow, but come on, Spidey is one of Marvel's flagship titles and he deserves the best creative teams. Now I realize that we can't have Barry Windsor-Smith, Mike Zeck or Frank Miller because they take too long to keep up the rough pace of a monthly title, and I know that must be one of the reasons that you picked Erik. But please, get someone who has a basic understanding of human anatomy. I realize that comics are exaggerations, and Spider-Man is one of the most exaggerated characters there is, but his limb

shouldn't be segmented like an ant's. Spider-Man is my favorite character and I would be severely hurt if anything bad were to happen to him. So for Spidey fans everywhere, take care of him and he will take care of you.

Ken King
Oakville, Ontario
Canada

Tell us what you think of Mark Bagley's rendition of everyone's favorite wall-crawler, Ken. We hope you're as pleased as we are. (And please excuse Mark for taking a two-issue breather after the biweeklies. We think Chris Marrinan's doing a terrific job filling in.)

Dear Spider-Guys,
I just finished ASM #349 and I was impressed. This is how AMAZING SPIDER-MAN should always be. For example:
1) The art was great. If you don't believe me, look at the last page. Doom looks as if he could grab you! I almost killed me to see that Erik was leaving, but I'll give Mark a chance - he did a great job on issue #345.
2) The writing was good. I was laughing out loud after seeing the Black Fox getting psychotic from Spidey constantly catching him. It reminded me of Doc Octopus.
3) The coloring, inking and lettering are still as good as they have always been.

But what happened to Cardiac? Were issues #344 and #345 just preludes to something bigger in the future?
Well, until Venom and the Hobgoblin both get their teeth filed, Make Mine Marvel!

Josh Krause
(Address withheld by request)

This issue answer your question about Cardiac, Josh? We thought so.

Dear Spider-People,
What's up? I just read issue #349 and I've got two questions for you to solve. First, why is Spider-Man fighting in New York against Venom, Black Fox, etc. in AMAZING SPIDER-MAN when Spider-Man he's in the Canadian wilderness with Wolverine hunting the Wendigo? What does he do, fly back and forth between books?
Second, why is the Dr. Doom in issue #349 totally different from the Dr. Doom in FANTASTIC FOUR #350? Does he switch armor or something?

Keep up the good work, and till the Punisher buys a water gun, Make Mine Marvel!

Ryan Naprava
407 West Magnolia Rd.
Vineland, NJ 08360

In answer to your first question, Ryan, the new SPIDER-MAN title was devised to depict Spidey adventures that do not necessarily fall into current continuity. Is that how the rest of you folks like it, or should all the Spider-Man mesh? As for your second question, the armor Doom was wearing in FF #350 was his space-faring gear. And yes, he does change his armor, just as you change your clothes.

Dear Marvel,
I just got done reading AMAZING SPIDER-MAN #349. It was great, even though I have never before seen the Black Fox. Was wondering if Dr. Doom has ever fought Spider-

Man before. I'd also like to see Dr. Octopus again.

Michael D. Tucher
4379 Sunnyside Dr.
Nashville, TN 37207

Dr. Doom has encountered Spider-Man only a handful of times in the past, Michael. The first time was way back in AMAZING SPIDER-MAN #5.

Dear ASM,
Reading issue #349 made me sad. No, not the comic itself - that was great - but the announcement that Erik Larsen is leaving! Noooo! Erik's use of angles and style was terrific. At least his replacement will be good. Bags does a great job on NEW WARRIORS. His work on WHAT IF...? and a recent issue of ASM spotlight his talent.

Erik, good luck on your next project. I'll buy it! (Even if it's NIGHT URGE!)

Matthew P. Caruso
20 Chalmers St.
Manchester, CT 06040

NEXT: Spidey vs. the creature that is the psychotic Cletus Kasady combined with the spawn of Venom! It's not a pretty sight...so we know you won't want to miss it. Plus: the return of Mark Bagley and Randy Emberlin.

U.S. POSTAL SERVICE
STATEMENT OF OWNERSHIP, MANAGEMENT AND CIRCULATION
(REQUIRED BY 39 U.S.C. 3685)

Title of Publication: AMAZING SPIDER-MAN
1. Publication No. 548-033
2. Date of Filing: October 1, 1991
3. Frequency of Issue: MONTHLY
4. No. of Issues Published Annually: 12
5. Annual Subscription Price: \$15.00 U.S., \$23.00 Canada
Includes GST # R1230580
6. Complete mailing address of known office of publication: Marvel Entertainment Group, Inc., 387 Park Avenue South, New York, N.Y. 10016
7. Complete address of the headquarters or general business office of the publisher: 387 Park Avenue South, New York, N.Y. 10016
8. Full names and complete mailing address of publisher, editor, and managing editor: Stan Lee, 387 Park Avenue South, New York, N.Y. Editor: Tom DeFalco, 387 Park Avenue South, New York, N.Y. 10016. Managing Editor: Tom DeFalco, 387 Park Avenue South, New York, N.Y. 10016
9. Owner (if owned by a corporation, its name and address must be stated and also immediately thereunder the names and addresses of stockholders owning or holding 1 percent or more of total amount of stock; if not owned by a corporation, the names and addresses of the individual owners must be given. If owned by a partnership or other unincorporated firm, its name and address, as well as that of each individual must be given. If the publication is published by a nonprofit organization, its name and address must be stated) 1670 of Marvel Entertainment Group, Inc. is owned by Marvel Holdings Inc., an affiliate of Macmillan & Fortes Holdings, Inc., 38 East 62nd Street, New York, N.Y. 10021. The balance of Marvel Entertainment Group, Inc. is publicly owned and its shares of stock are traded on the New York Stock Exchange.
10. Known bondholders, mortgagees, and other security holders owning or holding 1 percent or more of total amount of bonds, mortgages or other securities:
11. For completion by nonprofit organizations authorized to mail at special rates (DMM Section 424.12 only): The purpose, function, and nonprofit status of this organization and the exempt status for Federal income tax purposes. (Check one) 1. Has not changed during preceding 12 months. 2. Has changed during preceding 12 months. If changed, publisher must submit explanation of change with this statement.
12. EXTENT AND MANNER OF CIRCULATION
a. Total No. Copies (Net press run): Average no. of copies each issue during preceding 12 months: 470,075. Actual no. of single issue nearest to filing date: 545,500.
b. Paid and/or requested circulation: 1) Sales through dealers and carriers, street vendors and counter sales: Average no. of copies each issue during preceding 12 months: 302,838. Actual no. copies single issue nearest to filing date: 400,000. 2) Mail subscriptions: Average no. of copies each issue during preceding 12 months: 12,396. Actual no. copies single issue nearest to filing date: 17,460.
c. Total Paid and/or requested Circulation (sum of 1b1 and 1b2): Average no. copies each issue during preceding 12 months: 340,077. Actual no. copies single issue nearest to filing date: 417,500.
d. Free Distribution by mail, carrier, or other means: samples, complimentary, and other free copies: Average no. of copies each issue during preceding 12 months: 126,348. Actual no. copies of single issue nearest to filing date: 250.
e. Total Distribution (sum of c and d): Average no. of copies each issue during preceding 12 months: 341,229. Actual no. copies of single issue nearest to filing date: 417,750.
f. Copies Not Distributed: 1) Office use, left-over, unaccounted, spoiled after printing: Average no. of copies each issue during preceding 12 months: 500. Actual no. copies of single issue nearest to filing date: 500. 2) Returns from News Agents: Average no. of copies each issue during preceding 12 months: 126,348. Actual no. copies of single issue nearest to filing date: 127,250.
g. Total (sum of e, f1 and f2) and should equal net press run shown in a: Average no. of copies each issue during preceding 12 months: 470,075. Actual no. copies of single issue nearest to filing date: 545,500.
13. I certify that the statements made by the above are correct and complete.
(Signed) Diane Rivers - Asst. VP Subscriptions

1991 PRICES IN 1992!

Offer expires April 30, 1992!

Order your favorite titles at the Old Low price before our higher prices take effect.

GET 3 TITLES FOR THE PRICE OF 2.

ORDER TODAY and get 3 titles for **ONLY \$30.00!** (12 issues each)
Individual titles \$10.45 (12 issues each)

Group I \$15.00 TITLES (12 issues)

- ☐ Amazing Spider-Man
- ☐ Avengers
- ☐ Avengers West Coast
- ☐ Bill & Ted's Excellent Adventure
- ☐ Captain America
- ☐ Conan
- ☐ Daredevil
- ☐ Darkhawk
- ☐ Fantastic Four
- ☐ Guardians of the Galaxy
- ☐ G.I. Joe
- ☐ Incredible Hulk
- ☐ Iron Man
- ☐ Marvel Tales (featuring Spider-Man)
- ☐ Namor
- ☐ New Warriors

☐ Marvel Age—\$9.45 (12 Issues)



- ☐ Punisher (comic)
- ☐ Quasar
- ☐ Sleepwalker
- ☐ Silver Surfer
- ☐ Spectacular Spider-Man
- ☐ SuperPro
- ☐ Thor
- ☐ Uncanny X-Men
- ☐ Web of Spider-Man
- ☐ X-Factor
- ☐ X-Force
- ☐ X-Men (Brand New!)
- ☐ X-Men Classics
- ☐ Wonder Man
- ☐ What If
- ☐ What The? (Bi-Monthly)

Group II SPECIAL PRICES (12 Issues)

- ☐ Marvel Comics Presents (Bi-Weekly) \$18.00
- ☐ Alpha Flight \$21.00
- ☐ Dr. Strange \$21.00
- ☐ Moon Knight \$21.00
- ☐ Shield \$21.00
- ☐ She-Hulk \$21.00
- ☐ The Nam \$21.00
- ☐ Deathlok \$21.00
- ☐ Excalibur \$21.00
- ☐ Ghost Rider \$21.00
- ☐ Punisher War Journal \$21.00
- ☐ Punisher War Zone \$21.00
- ☐ Spider-Man Mag \$21.00
- ☐ Wolverine \$21.00
- ☐ Warlock & Night Watch \$21.00
- ☐ Groo \$27.00
- ☐ Conan Saga \$27.00
- ☐ Savage Sword of Conan \$27.00

Group II Order now and subtract \$5.00 from listed price!



MAIL TO: Marvel Comics
Subscription Dept.
387 Park Avenue South
New York, NY 10016

If renewing, enclose your mailing label, make checks payable or money orders payable in U.S. Funds to Marvel Comics. Allow 10 weeks for delivery. If not satisfied, refund guaranteed on all unserved issues.

Foreign: Add \$12/title
Canada: Add \$8/title
Includes GST (GST #R127032852)

First Initial ▼ Last name

NAME

ADDRESS

CITY

STATE ZIP AGE Key # Jan-92

TM & © 1991 Marvel Entertainment Group, Inc. SUPERPRO: TM & © 1991 NFL Properties, Inc. CONAN: TM & © 1991 Conan Properties, Inc. G.I. JOE: TM & © 1991 Hasbro, Inc. BILL & TED'S EXCELLENT ADVENTURE: TM & © 1991 Nelson Films, Inc. GROO: TM & © 1991 Sergio Aragones. All rights reserved.

TM & © 2004 MARVEL

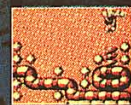
WANT TO PLAY A GREAT GAME, BOY?

It's your pal, Beetlejuice™, here to bamboozle those bewitchers from the Neitherworld vacationing at lovely Lydia's place. This house is HAUNTED! Flying cups and saucers and clothes that spring to life cause quite a panic...especially when they're coming for you! It's a horrific 5 level challenge to spook attic ghouls, rattle angry skeletons and scare ghostly bats. Vampires may even join you for a "bite" to eat. Hmm... maybe we should skip lunch today.

These Neitherworld ghouls-o-ramas are no match for us. Has the "ghost with the most" ever let you down?!!



Graveyard Mix-up!



Neitherworld Pogonake!



Funny face scare-off!



Check out the
"GHOST WITH
THE MOST"
for your NES™ too!



BEETLEJUICE™, characters, names and related indicia are trademarks of the Geffen Film Company © 1991. Nintendo™, Nintendo Entertainment System™, Game Boy™ and the official seal are trademarks of Nintendo of America Inc. LIN™ is a registered trademark of LIN Ltd. © 1991 LIN Ltd. All Rights Reserved.

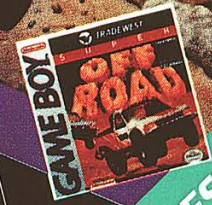
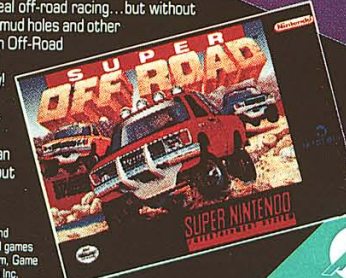
TM & © 2004 MARVEL

ROCKIN' ROLLIN'



SUPER OFF-ROAD

Grab the wheel of your Toyota super-truck and hit the gas! Based on the #1 arcade game, SUPER OFF-ROAD for the Super Nintendo Entertainment System brings you all the thrills of real off-road racing...but without the mud in your face. Watch out for the jumps, mud holes and other obstacles on the 64 different Mickey Thompson Off-Road track configurations! Race against a friend and two computer-controlled trucks simultaneously! Trade in your winnings for accessories at the Speed Shop and improve your chances for victory! From match-offs to spin outs, this is as close to genuine short-course racing as you can get. And for off-road action on the go, check out SUPER OFF-ROAD for your Game Boy!



TRADEWEST

© 1991 Tradewest, Inc. Licensed to Tradewest, Inc. by the Leland Corporation, one of the world's leading U.S.-based coin operated games manufacturers. Nintendo, Super Nintendo Entertainment System, Game Boy, and the official seal are trademarks of Nintendo of America Inc.

Tradewest, Inc.
2400 S. Highway 75
Corsicana, TX 75110